

CHAPMAN AND CUTLER

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April 25, 1997

RECORDATION NO. 20654-D FILED

APR 25 '97

11-30AM

APR 25 11:28 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Locomotive Financing
BNSF 1997-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1997-B), dated April 28, 1997, between Denver Locomotive Lease Co., Ltd., as lessor (the "Lessor" or "Assignor"), The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"), and First Security Bank, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee").

The names and addresses of the parties to the enclosed document are as follows:

Lessor and Assignor: Denver Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town
Grand Cayman, Cayman Islands

Lessee: The Burlington Northern and Santa Fe Railway
Company
2650 Lou Menk Drive
Second Floor
Forth Worth, Texas 76131

CHAPMAN AND CUTLER

Indenture Trustee and Assignee: First Security Bank, National Association,
as Indenture Trustee
79 South Main Street
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1997-B) between Denver Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated April 28, 1997, covering diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto. This document relates to the Memorandum of Lease Agreement, dated April 28, 1997, the Memorandum of Trust Indenture and Security Agreement, dated April 28, 1997, the Memorandum of Trust Indenture Supplement No. 1, dated April 28, 1997 and the Memorandum of Lease Supplement No. 1, dated April 28, 1997, which were recorded with the Surface Transportation Board on April 25, 1997 at __:__ __.m. under recordation numbers _____, _____, _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/rm
Enclosure

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	7	BNSF 9793, through BNSF 9799, inclusive
New General Electric Company Model Dash 9-44CW Diesel Electric Locomotives	17	BNSF 1082, through BNSF 1098, inclusive

MEMORANDUM OF LEASE ASSIGNMENT
(BNSF 1997-B)

Memorandum of Lease Assignment, made and entered into on April 28, 1997, by and between Denver Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*"), and First Security Bank, National Association, a national banking association, as indenture trustee ("*Indenture Trustee*").

WITNESSETH:

1. The Lessor and Lessee have entered into that certain Lease Agreement (BNSF 1997-B) (the "*Lease Agreement*"), dated as of April 28, 1997, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated as of April 28, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on April 25, 1997 at ____:____.m. under recordation numbers _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1997-B) (the "*Indenture*"), dated as of April 28, 1997, and Trust Indenture Supplement No. 1 (the "*Indenture Supplement*") thereto, dated as of April 28, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.

4. Memoranda of said Indenture and of said Indenture Supplement were recorded with the Surface Transportation Board on April 25, 1997 at ____:____.m. under recordation numbers _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

DENVER LOCOMOTIVE LEASE CO., LTD.

By


Name: F. Jan Blaustein

Title: President

Executed on this 18th day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By

Name: Paul J. Weyandt

Title: Assistant Vice President-Finance
and Assistant Treasurer

Executed on this ____ day of April, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By

Name: Brett R. King

Title: Assistant Vice President

Executed on this ____ day of April, 1997.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

DENVER LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

Executed on this ____ day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By Paul J. Weyandt
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance
and Assistant Treasurer

Executed on this 18th day of April, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name: Brett R. King
Title: Assistant Vice President

Executed on this ____ day of April, 1997.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

DENVER LOCOMOTIVE LEASE CO., LTD.

By _____

Name: F. Jan Blaustein

Title: President

Executed on this ____ day of April, 1997.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

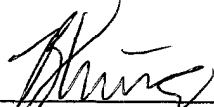
By _____

Name: Paul J. Weyandt

Title: Assistant Vice President-Finance
and Assistant Treasurer

Executed on this ____ day of April, 1997.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By  _____

Name: Brett R. King

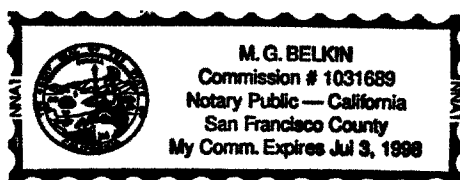
Title: Assistant Vice President

Executed on this 17th day of April, 1997.

STATE OF California)
) SS.:
COUNTY OF San Francisco)

On this, the 18th day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of Denver Locomotive Lease Co., Ltd., that said instrument was signed on April 18, 1997 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M. G. Belkin
Name: M. G. Belkin
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on April , 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of Denver Locomotive Lease Co., Ltd., that said instrument was signed on April 18, 1997 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

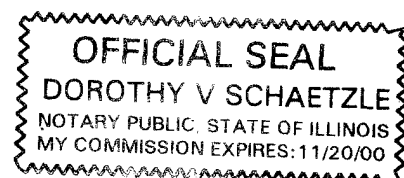
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 18th day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance and Assistant Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on April 18, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dorothy V. Schaeetzle
Name:
Notary Public
My Commission Expires:
Residing in Lake in The Hills, Ill.

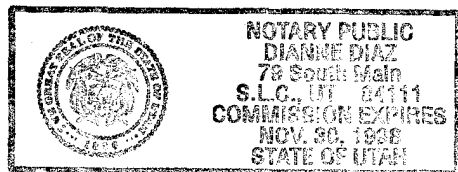


STATE OF UTAH)

COUNTY OF Salt Lake) SS.:

On this, the 17th day of April, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on April 17, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: D.R. King

Notary Public

My Commission Expires:

Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Motive Division) SD70M-AC Locomotives	7	BNSF 9793, through BNSF 9799, inclusive
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